

**IN THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF SOUTH CAROLINA**

In re:

Daufuskie Island Properties, LLC a/k/a  
Daufuskie Island Resort & Breathe Spa,

Debtor.

Case No. 09-00389-jw

Chapter 11

**MOTION FOR ORDER ESTABLISHING BIDDING AND OTHER PROCEDURES IN  
CONNECTION WITH THE SALE OF PROPERTY AND GRANTING PROTECTIONS  
TO THE PROPOSED BUYER, AND MEMORANDUM IN SUPPORT OF MOTION**

Robert C. Onorato, Trustee (the “Trustee”) for the Chapter 11 bankruptcy estate (the “Estate”) of Daufuskie Island Properties, LLC (the “Debtor”), hereby moves pursuant to 11 U.S.C. §§105(a) and 363(b) and (f), and Fed. R. Bankr. P. 6004 (the “Motion”), for the entry of an order (1) establishing bidding and other procedures in connection with the sale of property of the bankruptcy estate, and (2) granting certain protections to Montauk Resorts, LLC or its assignee (the “Buyer”), as the proposed purchaser of the assets being sold (the “Stalking Horse Bidder”, and the Buyer’s offer the “Stalking Horse Bid”). This Motion is filed in conjunction with the Trustee’s Motion and Memorandum for an Order (1) Authorizing the Sale of Substantially All Assets of the Estate Free and Clear of Liens, Claims, Encumbrances and Other Interests, and (2) Approving the Assumption and Assignment of Certain Unexpired Executory Contracts and Leases (the “Sale Motion”) filed on the same date as this Motion.

In an effort to maximize the value of the estate for the benefit of creditors, the Trustee has required that the sale of the Assets, described more fully below, to the Buyer remain subject to higher or otherwise better offers. To assist in the receipt and evaluation of offers from other potential buyers, the Trustee believes it is important to establish a defined procedure under which

potential buyers may submit competing bids for the Assets, and to establish provisions which will govern the bidding process. In addition, as the Stalking Horse Bidder, the Buyer has required certain protections as a condition of its offer. Accordingly, the Trustee seeks entry of an order: (i) establishing certain bidding and other sale procedures for the solicitation of higher or otherwise better offers; and (ii) granting certain protections to the Buyer in the event it is not the successful purchaser.

In support of this Motion, the Trustee would show to the Court that:

1. On January 20, 2009, the Debtor filed a petition (the “Petition”) for relief under Chapter 11 of the United States Bankruptcy Code ( 11 U.S.C. §§ 101 et seq., the “Bankruptcy Code”). The Debtor operated as a Chapter 11 debtor-in-possession until the Trustee’s appointment in this case.

2. On March 17, 2009, the Court entered its Order Granting Joint Motion for Appointment of Chapter 11 Trustee Pursuant to 11 U.S.C. § 1104, granting the joint motion of the Official Committee of Unsecured Creditors (the “Committee”), Beach First National Bank (“Beach First”) and AFG, LLC (“AFG”). Thereafter, on March 23, 2009, the Court entered its Order Approving Appointment of Trustee, approving the United States Trustee’s appointment of Robert C. Onorato as Trustee of the Debtor’s Chapter 11 estate.

3. Since his appointment, the Trustee has been working to arrange a sale of the assets of the Estate to provide a source of payment for the Debtor’s creditors. Contemporaneous with the filing of this motion, the Trustee is filing the Sale Motion.

4. The proposed sale includes substantially all assets of the Estate. The assets to be sold are described in the Sale Motion, and generally consist of resort and development property, and related assets, on Melrose Plantation and in the Bloody Point section of Daufuskie Island, in

Beaufort County, South Carolina. The assets to be sold include the Melrose Golf Course, the Melrose Inn, the Island Conference Center, the Beach Club, the equestrian center, the Bloody Point Golf Course, Melrose Landing, beach cottages, land for development, employee housing, maintenance buildings, and numerous other buildings and improvements on the property, together with furnishings, fixtures, equipment and other personalty owned in connection with the resort and development properties (collectively, the “Assets”).

5. Pursuant to the terms of the proposed sale, as set forth in the Asset Purchase Agreement (the “APA”) filed as Exhibit “A” to the Sale Motion, the Buyer will purchase the Assets for the cash price of \$49.5 million.<sup>1</sup>

6. The Trustee requests that the Court enter an order establishing bidding procedures (“Bidding Procedures Order”) in the event that the Trustee receives a competing bid for the Assets. The Bidding Procedures Order should provide that:

(a) Any bid from any persons or entity other than the Buyer to purchase the Assets, in order to be a qualifying bid (a “Qualified Competing Bidder” and a “Qualified Competing Bid”), shall: (A) be in writing; (B) contain terms and conditions that are substantially similar in all material respects to the APA, other than the identity of the buyer and the amount of the purchase price; (C) be accompanied by a blackline (or redline) version of the bidder’s proposed asset purchase agreement showing how it differs from the APA ;(D) be accompanied by a written acknowledgement and agreement that the terms of the bid are substantially similar in all material respects to the APA, except for the identity of the bidder and the purchase price, and that the bidder, if it is declared the winning bidder, will enter into an asset purchase agreement with the Trustee confirming the terms of such winning bid; (E) exceed the purchase price stated in the APA by at least Six Hundred Thousand Dollars (\$600,000.00); (F) include evidence satisfactory to the Trustee of the financial ability of the Qualified Competing Bidder to consummate the purchase for cash; (G) include a deposit of Two Hundred Fifty Thousand and no/100 (\$250,000) in certified funds payable to the trust account of counsel for the Trustee; and (H) be received by the Trustee no later than the close of business on October 21, 2009. Upon receipt, the Trustee shall promptly deliver copies of any competing bids to the Buyer, the secured creditors, the Committee, the United States Trustee and any known interested parties. No bid shall be considered by the Trustee or the Court unless it is a Qualified Competing Bid and no

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<sup>1</sup> The APA is not attached to the Sale Motion due to its length, which totals over 100 pages with schedules and exhibits. The APA is being filed with the Court as an exhibit to the Sale Motion, and may be accessed through the Court’s electronic filing system (ECF). Any party that would like a copy of the APA and is unable to obtain it through ECF should contact the Trustee’s attorneys for a copy of the document.

bidder shall be permitted to participate in the auction process unless it is a Qualified Competing Bidder. The Trustee, the Committee, Beach First, AFG, Carolina Shores, LLC, the United States Trustee, and the Buyer reserve the right to object to any bid being deemed a "Qualified Competing Bid".

(b) In the event the Trustee receives one or more Qualified Competing Bids, the Trustee shall conduct an auction (the "Auction") for the sale of the Assets on Monday, October 26, 2009, beginning at 11:00 a.m., at the offices of RBC Enterprises, Inc., 575 William Hilton Parkway, Hilton Head Island, South Carolina. Only the Buyer and parties who submit Qualified Competing Bids in compliance with the provisions of section (a) above shall be permitted to participate in the Auction. The bidding at the Auction shall proceed as provided in section (c) below.

(c) Upon receipt of any Qualifying Competing Bid as described in section (a) above, the Buyer shall have the unconditional right to submit an overbid (i.e., increase the Buyer's offer to an amount greater than the then highest Qualified Competing Bid) by delivering to the Trustee no later than the beginning of the Auction scheduled at 11:00 a.m. on October 26, 2009, two signed copies of an amendment to the APA in which the purchase price set forth therein exceeds the purchase price of the then highest Qualified Competing Bid pursuant to section (a) above by a minimum of One Hundred Thousand Dollars (\$100,000.00). If more than one Qualified Competing Bid is received, each Qualified Competing Bidder also shall have the right to increase their bids at the Auction in the same manner as the Buyer. However, any higher bid of the Buyer or of Qualified Competing Bidders shall be subject to the Trustee's acceptance of a still higher and better bid submitted during the Auction in compliance with this section; provided, however, that such higher and better bid must equal or exceed the sum of: (i) the purchase price under the amended APA and the then highest Qualified Competing Bid; plus (ii) an additional amount of at least One Hundred Thousand and 00/100 Dollars (\$100,000.00) (a "Yet Higher Offer"). In the event of a Yet Higher Offer, the process set forth in the immediately proceeding sentence shall continue, with the Buyer and each Qualified Competing Bidder having the continuing right to submit an overbid, unless and until such time as the Buyer or any other Qualified Competing Bidder elects not to make a further overbid. The highest or otherwise best offer at the Auction shall be deemed the winning bid (the "Winning Bid", made by the "Winning Bidder").

(d) The Court will conduct a hearing on the Sale Motion (the "Sale Hearing") on October 28, 2009, at 10:00 a.m., or as soon after as the matter may be heard, in the courtroom of the Beaufort Federal Courthouse located at 1501 Bay Street, Beaufort, South Carolina. At that time the Trustee will report the results of the Auction, and request that he be authorized to proceed with the sale of the Assets to the Winning Bidder, as determined at the Auction. As set forth in section (f) below, the Trustee may also seek authorization to make the sale to a "back-up" bidder in the event the Winning Bidder at the Auction does not consummate the purchase of the Assets.

(e) In the event that any person or entity acquires the Assets other than due to a breach of the APA by the Buyer, the Buyer shall be entitled to an administrative claim in this case as reimbursement of the Buyer's expenses incurred in connection with the sale, and as compensation for serving as the Stalking Horse Bidder, in the amount of Five Hundred Thousand

and 00/100 Dollars (\$500,000.00) (the "Due Diligence Reimbursement Fee"). This Due Diligence Reimbursement Fee shall serve as reimbursement for the Buyer's reasonable expenses incurred in entering into the APA (including expenses incurred in a due diligence review of the Assets), and for the benefit to the estate that the APA created, as the Stalking Horse Bid, in attracting other bids over and above the Purchase Price, which benefit the Trustee acknowledges.

(f) In the event that a Qualified Competing Bid is received, the Trustee will request that the Court approve a "back-up" bid (the "Back-up Bid", and the "Back-up Bidder"). If the Winning Bidder is unable to close the sale within the time required for the closing by the asset purchase agreement, the Winning Bidder shall forfeit its deposit made pursuant to subparagraph (a)(G) above, and the Trustee shall close the sale of the Assets to the Back-Up Bidder without the necessity of obtaining another order from this Court. No Qualified Competing Bidder whose Bid is not deemed to be the successful bid at the conclusion of the Auction shall be required to act as a Back-Up Bidder; however, unless and until the unsuccessful Qualified Competing Bidder notifies the Trustee of its unwillingness to be a Back-Up Bidder, the Trustee may hold the deposit until the deposit is due for return under subparagraph (g) below.

(g) The deposit made by any Qualified Competing Bidder, pursuant to subparagraph (a)(G) above, who is not either the Winning Bidder or the Back-Up Bidder, shall be returned to such Qualified Competing Bidder within three (3) business days after the Sale Hearing. The deposit made by any Qualified Competing Bidder that is designated as a Back-Up Bidder shall be returned to such Qualified Competing Bidder within three (3) business days after the closing of the sale of the Assets to the Winning Bidder.

(h) Acceptance by the Trustee of a Qualified Competing Bid as a Winning Bid or a Back-Up Bid shall, in all respects, be subject to the entry of the sale order by the Court authorizing the Trustee to consummate the sale.

(i) If a Qualified Competing Bid is accepted by the Trustee as the Winning Bid or Back-Up Bid, the Qualified Competing Bid shall remain open and irrevocable through closing of the sale of the Assets.

(j) Any dispute regarding any aspect of the foregoing bidding procedures shall be resolved by the Court.

7. The Buyer has and will expend a significant amount of time and costs, including but not limited to legal fees, in negotiating and finalizing the proposed sale. Regardless of whether the Buyer is the winning bidder and consummates the sale, these negotiations and efforts will have enhanced the estate and increased the return to creditors of the estate. In recognition of that enhancement, the APA provides that, in the event the Buyer is not the Winning Bidder, the Buyer shall be entitled to the Due Diligence Reimbursement Fee. However,

the Buyer shall not be entitled to such Due Diligence Reimbursement Fee in the event that the failure to consummate the transactions contemplated by the APA is a direct result of a breach of the agreement by the Buyer and its failure to cure such breach after written notice thereof.

8. The Trustee seeks entry of an order establishing the above-described bidding procedures and approving the Due Diligence Reimbursement Fee. In marketing assets, trustees and debtors-in-possession often employ buyer protections in order to encourage the making of other purchase offers. These protections are "important tools to encourage bidding and to maximize the value of the debtor's assets." In re Integrated Resources, Inc., 147 B.R. 650, 659 (S.D.N.Y. 1992). Establishment of the bidding procedures will insure an orderly and fair mechanism for evaluating competing offers and will allow competing bidders an opportunity to increase their bids, thereby maximizing the value of the Estate. See In Four B. Corp. v. Food Barn Stores, Inc. (In re Food Barn Stores, Inc.), 107 F.3d 558 (8th Cir. 1997); In re Gould, 977 F.2d 1038 (7<sup>th</sup> Cir. 1992)(holding that adoption of detailed bidding procedures was within the court's discretion).

9. Approval of the Due Diligence Reimbursement Fee under the terms and conditions set forth above is a fair and equitable compensation to the Buyer in the event that another Qualified Competing Bidder becomes the winning bidder and the sale to such other Qualified Competing Bidder closes. Courts have routinely approved reimbursement fees to proposed buyers who were not the winning bidders. In re Twenver, Inc., 149 B.R. 954, 957 (Bankr.D.Colo.1992); see also In re Integrated Resources, Inc., 135 B.R. 746, *aff'd* 147 B.R. 650, 662 (S.D.N.Y. 1992).

WHEREFORE, the Trustee prays that the Court enter an order approving and implementing the bidding procedures and protections stated hereinabove, and provide such other

and further relief as the Court deems necessary and proper.

RESPECTFULLY SUBMITTED on this the 15th day of September, 2009, at Columbia,  
South Carolina.

/s/ Julio E. Mendoza, Jr.

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Chapter 11

**CERTIFICATE OF SERVICE**

I, Jane E. Brown, an employee of Nexsen Pruet, LLC, do hereby certify that copies of the MOTION FOR ORDER ESTABLISHING BIDDING AND OTHER PROCEDURES IN CONNECTION WITH THE SALE OF PROPERTY AND GRANTING PROTECTIONS TO THE PROPOSED BUYER, AND MEMORANDUM IN SUPPORT OF MOTION were served on the parties-in-interest shown on the list attached hereto, by the depositing copies of the same in the United States Mail, first-class postage prepaid, on the 15th day of September, 2009, at Columbia, South Carolina.

/s/ Jane E. Brown

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SAN FRANCISCO CA 94104-3788

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1716 E PALMETTO ST  
FLORENCE SC 29506-3546

NEFF RENTAL INC  
P O BOX 405138  
ATLANTA GA 30384-5138

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JEFFREY TIBBALS  
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HILTON HEAD ISLA SC 29926-4611

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C/O RMC  
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WOBURN, MA 01801-6519

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12564 COLLECTIONS CNTR DR  
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PO BOX 820  
RIDGELAND SC 29936-2644

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PALMETTO MARINE ENTERPRISES  
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SAN FRANCISCO CA 94160-0001

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3A LOST HOLLOW LN  
BLUFFTON SC 29910-6433

SIMPLEX GRINNELL  
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50 TECHNOLOGY DRIVE  
WESTMINISTER MA 01441-0001

SIMPLEXGRINNELL  
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ROCKVILLE MD 20850-5691

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14851 COLLECTIONS CNTR DR  
CHICAGO IL 60693-0148

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14 SALTWIND DR  
SAINT HELENA ISL SC 29920-3602

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THE HOME DEPOT SUPPLY  
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SAN DIEGO CA 92150-9058

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SHAWNEE KS 66203-0717

UNISOURCE WORLDWIDE INC  
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ATTN SCOTTIE RABB  
18 WOODCROSS DRIVE  
COLUMBIA SC 29212-2331

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8862 HWY 90  
LONGS SC 29568-6243

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WOOSTER OH 44691-0126

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VISION SERVICE PLAN  
3333 Quality Drive  
Rancho Cordova CA 95670-9757

VROOM  
610 REGENCY FOREST CT  
ATLANTA GA 30342-1446

Theodore Von Keller  
Leath Bouch Crawford and Von Keller  
PO Box 4216  
Columbia, SC 29240-4216

WACHOVIA INSURANCE SERV-GV SC  
P O BOX 601321  
CHARLOTTE NC 28260-1321

WADE RADEMACHER  
12732 CLAY CENTER ROAD  
CARMEL IN 46032-9273

WARE METAL WORKS  
350 MILL RUN  
RICHMOND HILL GA 31324-4655

WEDDINGPAGES INC  
11106 MOCKINGBIRD DR  
OMAHA NE 68137-2331

WESTSIDE TRUCK SALES INC  
5215 AUGUSTA ROAD  
PO BOX 7521  
GARDEN CITY GA 31418-7521

WHALEY FOODSERVICE REPAIRS  
C/O BB&T  
P O BOX 890771  
CHARLOTTE NC 28289-0771

WIDEWATER LLC  
3 ALBEMARLE RD  
CHARLESTON SC 29407-7520

WILLIAM & MARY GRIESSER  
1629 QUEENS RD W  
CHARLOTTE NC 28207-2433

WILLIAM NICKELS  
77 FUSKIE LANE  
DAUFUSKIE ISLAND SC 29915-9111

WILLIAM R DIXON JR  
NCM COMPANY  
160 SANSOME ST 11TH FLOOR  
SAN FRANCISCO CA 94104-3788

island Oasis Frozen Cocktail Co.,Inc.  
coface north america, inc.  
50 millstone rd., bldg 100 ste 360  
EAST WINDSOR, NJ 08520-1415

WILLIAM S. NEAL  
PO BOX 1526  
LITCHFIELD PARK, AZ 85340-1526

WILLIAMS SCOTSMAN INC  
PO BOX 91975  
CHICAGO IL 60693-1975

WILLIAMS SCOTSMAN INC  
8211 TOWN CENTER DR  
BALTIMORE MD 21236-5904

WILSON MCEWEN  
C/O T ALEXANDER BEARD ESQ  
1002 ANNA KNAPP BLVD STE 202  
MOUNT PLEASANT SC 29464-5421

WITTEK  
3865 COMMERCAL AVE  
NORTHBROOK IL 60062-1826

WOOD+PARTNERS INC  
7 LAFAYETTE PL  
P O BOX 23949  
HILTON HEAD ISLA SC 29925-3949

WORLD CHOICE TRAVEL IATA# 504  
11300 US HWY ONE STE 300  
NORTH PALM BEACH FL 33408-3236

WPHG DAUFUSKIE HUMAN RESOURCES, LLC  
OWEN DORSEY,EVP/CHIEF ADMIN OFFICER  
THE WEST PACES HOTEL GROUP,LLC  
3384 PEACHTREE ROAD, SUITE 375  
ATLANTA, GA 30326-2827

Tobias G. Ward Jr.  
Todd & Ward, PC  
1709 Devonshire Drive  
P.O. Box 1549  
Columbia, SC 29202-1549

Allison K Warner  
PANKEY & HORLOCK, LLC  
4360 Chamblee Dunwoody Road  
Suite 500  
Atlanta, GA 30341-1077

David Brian Wheeler  
P.O. Box 22828  
Charleston, SC 29413-2828

Willie L Clark, Jr., Regional Director  
National Labor Relations Board,  
Region 11  
4035 University Pkwy  
PO Box 11467 (27116)  
Winston-Salem NC 27116-1467

YANCEY BROS CO  
DRAWER CS 198757  
ATLANTA GA 30384-8757

ZURICH AMERICAN INSURANCE CO  
ATTN MARY PERLICK 9TH FLOOR TOWER 2  
1400 AMERICAN LANE  
SCHAUMBURG IL 60196-1091